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February 6, 2014

**VIA Electronic and Regular US Mail**

Ms. Stephanie Vaughn  
Remedial Project Manager  
United States EPA, Region 2  
290 Broadway  
New York, NY 10007-1866

RE: Lower Passaic River Study Area Trust Fund – First Amendment to Trust Agreement for the Lower Passaic River Study Area Portion of the Diamond Alkali Superfund Site, dated July 20, 2012


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Dear Ms. Vaughn:

Enclosed please find an executed copy of the First Amendment to Trust Agreement for the Lower Passaic River Study Area Portion of the Diamond Alkali Superfund Site, dated July 20, 2012.

Please do not hesitate to contact me if you have any questions.

Sincerely,

  
William H. Hyatt, Jr.

Enclosure

Anthony P. La Rocco, Administrative Partner, New Jersey

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FIRST AMENDMENT TO TRUST AGREEMENT FOR THE LOWER PASSAIC RIVER  
STUDY AREA PORTION OF THE DIAMOND ALKALI SUPERFUND SITE  
DATED JULY 20, 2012

This First Amendment to the Trust Agreement dated July 20, 2012 (this "First Amendment") is entered into as of this 6th day of February, 2014, by and between the Settling Parties whose names and states of incorporation are set forth in Appendix A to the Trust Agreement dated July 20, 2012 ("Trust Agreement") (the "Grantors"), and U.S. Bank National Association, a National Banking Association (the "Trustee").

**Whereas**, the United States Environmental Protection Agency ("EPA"), an agency of the United States government, and the Grantors entered into an Administrative Settlement Agreement and Order on Consent for Removal Action, effective June 18, 2012 ("Settlement Agreement"), to which this Trust Agreement was attached as an Appendix;

**Whereas**, pursuant to Paragraph 80 of the Settlement Agreement, the Grantors submitted a written proposal dated November 6, 2013 ("Proposal") for a revised Performance Guarantee to EPA to increase the total funds to be deposited in the Fund by the Grantors by \$5,000,000, which was accepted in writing by EPA on November 13, 2013;

**Now, therefore**, the other terms and conditions of the Trust Agreement remaining fully in effect and not being altered in any way, the Grantors and the Trustee hereby agree to amend the Trust Agreement as follows:

"Section 3. Establishment of Trust Fund" shall be amended so that Section 3(b) shall read:

"(b) The Trust is established initially as consisting of funds in the amount of three million U.S. Dollars (\$3,000,000). This initial payment shall be deposited into the Trust within 90 days from the Effective Date of the Settlement Agreement. By not later than May 8, 2013, a second payment of seven million U.S. Dollars (\$7,000,000) shall be deposited into the Trust. By not later than October 8, 2013, a third payment of five million U.S. Dollars (\$5,000,000) shall be deposited into the Trust. By not later than February 28, 2014, a fourth payment of ten million U.S. Dollars (\$10,000,000) shall be deposited into the Trust. The timing or the amount of the fourth payment amount may be amended pursuant to Paragraph 80 and/or Paragraph 82 of the Settlement Agreement. The Trustee shall be notified in writing by Grantors' Representative of any such amendment of timing of payment amounts. Such funds, along with any other monies and/or other property hereafter deposited into the Trust, and together with all earnings and profits thereon, are referred to herein collectively as the "Fund.""

SIGNATURE PAGE

IN THE MATTER OF: LOWER PASSAIC RIVER STUDY AREA PORTION OF THE  
DIAMOND ALKALI SUPERFUND SITE

FIRST AMENDMENT TO TRUST AGREEMENT DATED JULY 20, 2012

In Witness Whereof, the parties hereto have caused this First Amendment to the Trust Agreement Dated July 20, 2012 to be executed by their respective officers duly authorized and attested as of the date first above written:

TRUSTEE

U.S. Bank National Association

\_\_\_\_\_  
*S Roche*

[Signature]

Stephanie Roche

\_\_\_\_\_  
[Printed Name]

Vice President

\_\_\_\_\_  
[Title]

State of New Jersey

County of Morris

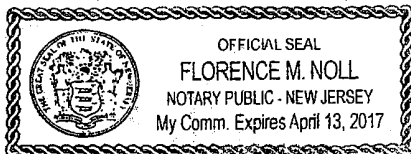
On this 4th day of February, 2014, before me personally came Stephanie Roche

to me known, who, being by me duly sworn, did depose and say that she/he is Vice President

of U.S. Bank National Association, the National Banking Association described in and which executed the above instrument; and that she/he signed her/his name thereto.

\_\_\_\_\_  
*Florence M. Noll*

[Signature of Notary Public]




**SIGNATURE PAGE**  
**IN THE MATTER OF: LOWER PASSAIC RIVER STUDY AREA PORTION OF THE**  
**DIAMOND ALKALI SUPERFUND SITE**  
**FIRST AMENDMENT TO TRUST AGREEMENT DATED JULY 20, 2012**

**In Witness Whereof**, the parties hereto have caused this First Amendment to the Trust Agreement Dated July 20, 2012 to be executed by their respective officers duly authorized and attested as of the date first above written:

GRANTOR'S REPRESENTATIVE

William H. Hyatt, Jr., Esq.  
As Grantor Representative under Trust Agreement dated July 20, 2012  
between Grantors and U.S. Bank National Association regarding the  
LPRSA portion of the Diamond Alkali Superfund Site

  
\_\_\_\_\_  
[Signature]

State of New Jersey

County of Essex

On this 6 day of February 2014, before me personally came William H. Hyatt, Jr.  
[Name]

to me known, who, being by me duly sworn, did depose and say that he is the authorized Representative of the Grantors who executed the Trust Agreement dated July 20, 2012 ("Trust Agreement" and is duly authorized to execute the above instrument on behalf of the Grantors listed on Appendix A to the Trust Agreement; and that he signed his name hereto.

  
\_\_\_\_\_  
[Signature of Notary Public]

ELLEN FREITAG  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires September 5, 2015